

**Poughkeepsie, New York Combination**

Frequency proposes to acquire the licenses of the following ten radio stations which have overlapping principal community contours and/or are listed as “home” to an Arbitron Metro market or are licensed to a community within the geographic boundaries of an Arbitron Metro market:

<b><i>Station</i></b>	<b><i>Community</i></b>	<b><i>Current Licensee</i></b>
WBWZ(FM)	New Paltz, New York	AMFM
WCTW(FM)	Catskill, New York	CC Licenses
WRWC(FM)	Ellenville, New York	CC Licenses
WPKF(FM)	Poughkeepsie, New York	CC Licenses
WRNQ(FM)	Poughkeepsie, New York	CC Licenses
WRWD-FM	Highland, New York	AMFM
WZCR(FM)	Hudson, New York	CC Licenses
WHUC(AM)	Hudson, New York	CC Licenses
WKIP(AM)	Poughkeepsie, New York	CC Licenses
WELG(AM)	Ellenville, New York	CC Licenses

As described below and in the attached Engineering Statement, the instant application complies with the FCC’s current local radio ownership rules utilizing both the Arbitron Markets methodology the Commission’s modified contour overlap methodology.<sup>1</sup>

***Arbitron Markets Methodology:*** WRNQ(FM), WPKF(FM), and WKIP(AM) are listed by Arbitron as “home” to the Poughkeepsie, New York radio market and have their communities of license located within the geographic boundaries of that market.<sup>2</sup> WBWZ(FM), WRWD-FM, and WELG(AM) are also listed as “home” to the Poughkeepsie, New York market but have their communities of license located outside the geographic boundaries of that market. WRWC(FM) is listed by Arbitron as “home” to the Newburgh-Middletown, New York radio market, although its community of license is located outside the geographic boundaries of that market.<sup>3</sup> No other station in

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<sup>1</sup> See 2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620 (2003) (“*Biennial Review*”).

<sup>2</sup> See BIA Financial Network, “Poughkeepsie, NY Market Overview” and “FCC Geographic Market Definition for Poughkeepsie, NY” *available at* BIA Media Access Pro Database.

<sup>3</sup> See BIA Financial Network, “Newburgh-Middletown, NY Market Overview” and “FCC Geographic Market Definition for Newburgh-Middletown, NY” *available at* BIA Media Access Pro Database.

which Frequency holds or proposes to hold an attributable interest is “home” to or located within either of these Arbitron markets.

*Poughkeepsie, NY:* The BIA Media Access Pro Database identifies twenty full-power commercial and non-commercial stations as “home” to or licensed within the Poughkeepsie market. Consequently, Frequency’s proposed attributable interests in four FM stations and two AM stations in the Poughkeepsie market complies with the local radio ownership rules under the Arbitron markets methodology.

*Newburgh-Middletown, NY:* Frequency’s proposed ownership of a single FM station in the Newburgh-Middletown market complies with the local radio ownership rules under the Arbitron markets methodology.

***Modified Contour Overlap Methodology:*** As detailed in the attached Engineering Statement, the principal community contours of a number of the stations listed above overlap each other, creating three separate radio markets in which Frequency proposes to hold an attributable interest.

*Market 1.* Overlap of the principal community contours of WBWZ(FM), WPKF(FM), WRNQ(FM), WRWD-FM, and WKIP(AM) creates one radio market for application of the Commission’s modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least eighteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-three full-power radio stations. Consequently, Frequency’s proposed ownership of four FM stations and one AM station in this market complies with the Commission’s local radio ownership rules.

*Market 2.* Overlap of the principal community contours of WCTW(FM), WZCR(FM), and WHUC(AM) creates a second radio market for application of the Commission’s modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least nineteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-two full-power radio stations. Consequently, Frequency’s proposed ownership of two FM stations and one AM station in this market complies with the Commission’s local radio ownership rules.

*Market 3.* Overlap of the principal community contours of WELG(AM) and WRWC(FM) creates a third radio market for application of the Commission’s modified contour overlap methodology. The principal community contours of these two stations do not overlap the principal community contours of any other stations in which Frequency proposes to hold an attributable interest. Frequency’s proposed ownership of a single FM station and a single AM station complies with the Commission’s local radio ownership rules in this market.

## **ATTACHMENT 1**

Engineering Exhibit of duTreil, Lundin & Rackley, Inc.

ENGINEERING STATEMENT  
RADIO MULTIPLE OWNERSHIP ANALYSIS  
POUGHKEEPSIE, NEW YORK

This radio multiple ownership analysis was prepared to consider common ownership of the stations tabulated below under the FCC “Interim” contour analysis method. \* GoodRadio.TV License, LLC. is acquiring several radio stations in the Poughkeepsie, New York. Below is a tabulation of facilities for each station.

Call Sign / Facility ID	Location	Facilities
WBWZ(FM)/48615	New Paltz, NY	CH 227A 0.33 kW 295 M
WCTW(FM)/63527	Catskill, NY	CH 253A 4.7 kW 114 M
WRWC(FM)/63525	Ellenville, NY	CH 257A 0.115 kW 497 M
WPKF(FM)/72380	Poughkeepsie, NY	CH 241A 4.4 kW 56 M
WRNQ(FM)/17771	Poughkeepsie, NY	CH 221A 0.52 kW 314 M
WRWD-FM/70719	Highland, NY	CH 297A 0.33 kW 295 M
WZCR(FM)/63532	Hudson, NY	CH 228A 5.8 kW -5 M
WHUC(AM)/63531	Hudson, NY	1230 kHz 1 kW-U ND-1
WKIP(AM)/73163	Poughkeepsie, NY	1450 kHz 1 kW-U DA-D
WELG(AM)/63528	Ellenville, NY	1370 kHz 5 kW-D ND

The principal community contours of these stations are depicted on a map included herein as Figure 1. Since the principal community contours (5 mV/m for AM stations, 3.16 mV/m for FM stations) of some of the stations are involved in mutual overlap, an ownership study was prepared in accordance with the Federal Communications Commission multiple ownership rules as outlined in Section 73.3555.

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\* See Report and Order and Notice of Proposed Rulemaking, MB Docket 02-277, FCC 03-127, Released July 2, 2003.

Radio Markets

The “radio markets” applicable to common ownership of the subject stations are defined as the areas encompassed by the mutually overlapping principal community contours of the stations proposed to be commonly owned. The table below lists the defined markets:

Defined Radio Market	Stations that Define Radio Market	
	AM Stations	FM Stations
Market 1	WKIP	WBWZ/WPKF/WRNQ/WRWD
Market 2	WHUC	WCTW/WZCR

Count of Stations in the Defined Market

The number of radio stations in a “radio market” is determined by counting the operating stations having principal community contours which overlap or intersect the principal community contours which define the radio market. Only those stations located within 92 km of the perimeter of the mutual overlap area of the defined market area were employed in the count of stations. Commonly owned stations were not considered in the count of stations in the defined markets. The results of the analysis are tabulated below:

Defined Radio Markets	Minimum Number of Other Stations in the Radio Market
Market 1	7 AM, 11 FM; 18 Total
Market 2	6 AM, 13 FM; 19 Total

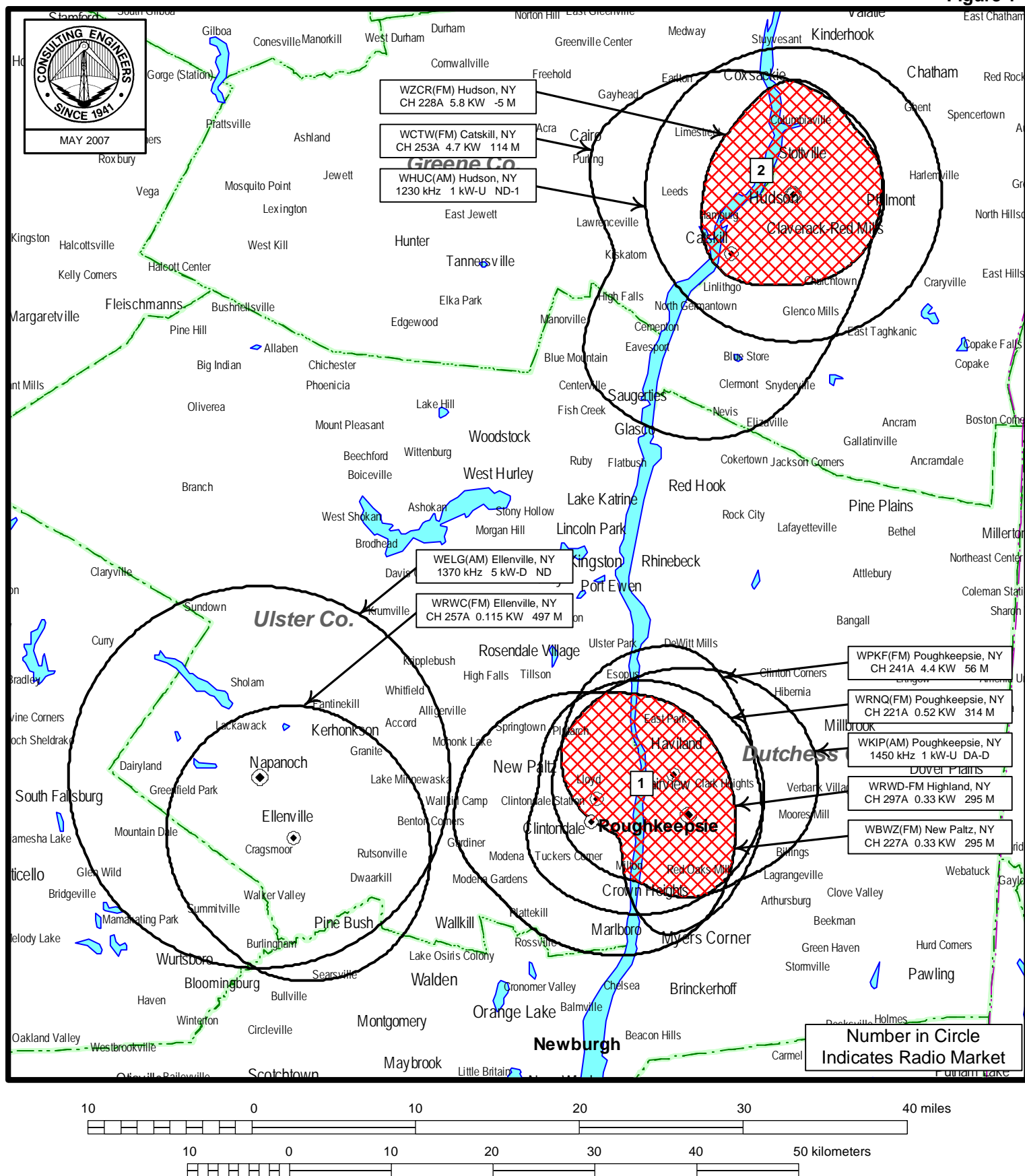
Figure 2 are tabulations of the radio stations identified in the defined radio market. Only known licensed, operating stations were employed for the study. Distances to the AM coverage contours were predicted using the antenna patterns as identified in the Commission's AM database and the appropriate Ground Wave Field Strength versus Distance Graph of 47 CFR 73.184. Ground conductivity data were obtained from FCC Figure M3. Distances to the FM contours were determined based on the method of 47 CFR 73.313. Terrain data was derived from the N.G.D.C. 30 second computer database for each of the FM stations using radials evenly-spaced every 45 degrees of azimuth.

Charles A. Cooper

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May 11, 2007

Figure 1



# PRINCIPAL COMMUNITY CONTOURS OF SUBJECT STATIONS POUGHKEEPSIE, NEW YORK GOODRADIO.TV LICENSE, LLC.

du Treil, Lundin & Rackley, Inc., Sarasota, Florida

TECHNICAL STATEMENT  
 RADIO MULTIPLE OWNERSHIP ANALYSIS  
 GOODRADIO.TV LICENSE, LLC.

Tabulation of Other Stations Defined in the Radio Market #1

<u>Call Sign</u>	<u>Community Of License</u>	<u>State</u>	<u>Channel</u>
WRHV	Poughkeepsie	NY	204
WFNP	Rosendale	NY	204
WFGB	Kingston	NY	209
WVKR-FM	Poughkeepsie	NY	217
WBPM	Saugerties	NY	225
WKXP	Kingston	NY	232
WRRB	Arlington	NY	245
WCZX	Hyde Park	NY	249
WDST	Woodstock	NY	261
WPDH	Poughkeepsie	NY	268
WSPK	Poughkeepsie	NY	284
WGHQ	Kingston	NY	920
WHVW	Hyde Park	NY	950
WWLE	Cornwall	NY	1170
WGNV	Newburgh	NY	1220
WBNR	Beacon	NY	1260
WEOK	Poughkeepsie	NY	1390
WKNY	Kingston	NY	1490

Tabulation of Other Stations Defined in the Radio Market #2

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WFGB	Kingston	NY	209
WAMK	Kingston	NY	215
WHVP	Hudson	NY	216
WFRH	Kingston	NY	219
WFLY	Troy	NY	222
WBPM	Saugerties	NY	225
WKXP	Kingston	NY	232
WYJB	Albany	NY	238
WRVE	Schenectady	NY	258
WDST	Woodstock	NY	261
WAMQ	Great Barrington	MA	286
WPYX	Albany	NY	293
WGNA-FM	Albany	NY	299
WCKL	Catskill	NY	560
WROW	Albany	NY	590
WGY	Schenectady	NY	810
WSBS	Great Barrington	MA	860
WGHQ	Kingston	NY	920
WHDD	Sharon	CT	1020

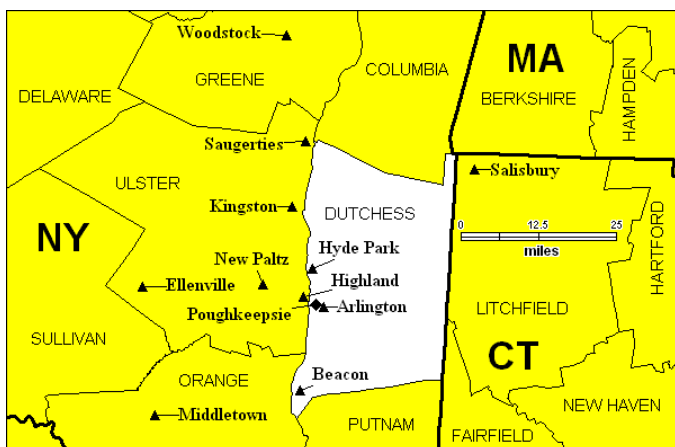


## **ATTACHMENT 2**

Poughkeepsie, New York Combination

Printouts from BIA Media Access Pro Database

Revenue Rank: 89

BIA  
fr

Dutchess, NY	297.4
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297.4

(all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES  ★★★	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>Δ 01 - 06</u>
	\$19,400	\$21,000	\$21,200	\$23,800	\$24,000	\$24,800	5.0%
	<u>Δ 05 - 06</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Δ 06 - 11</u>
	3.3%	\$25,800	\$26,700	\$27,500	\$28,500	\$29,300	3.4%

	<u>2001</u>	<u>2006</u>	<u>2011</u>	<u>Est. Breakout</u>	
Revenue/Retail Sales	\$5.98/1,000	\$5.20/1,000	\$5.07/1,000	Local	80%
Revenue/Capita	\$68.87	\$83.39	\$94.18	National	20%

## (000's, except Retail Sales and EBI in 000,000's)

	2001	2006	Growth Rate	2006	2011	Growth Rate
MSA Population	281.7	297.4	1.1%	297.4	311.1	0.9%
Households	99.4	107.3	1.5%	107.3	113.3	1.1%
Retail Sales	3,242.0	4,769.5	8.0%	4,769.5	5,782.2	3.9%
EBI	5,570.3	6,002.0	1.5%	6,002.0	6,904.4	2.8%

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55
Men (000)	148.3	22.2	13.1	16.2	18.8	23.2	23.0	31.8
Women (000)	149.1	21.2	12.5	15.5	17.1	22.5	22.7	37.6
Total	297.4	43.4	25.6	31.7	35.9	45.7	45.7	69.4
Percentage	100.0%	14.6%	8.6%	10.7%	12.1%	15.4%	15.4%	23.3%
Per Capita	\$ 20,180		Median Household		\$ 47,102		Avg Household	\$ 55,940
Ethnic Population:	White	81.9%	Black	9.6%	Asian	3.3%	Hispanic	8.1%

<u>FM Classes</u>	<u>Class A</u>	<u>Class B</u>	<u>Class C</u>	<u>Viable Stations</u>	<u>All FMs</u>	<u>All AMs</u>	<u>Total</u>
# Stations	11	2		11	13	6	19
Tot 12+	37.3	14.0		48.6	51.3	2.1	53.4
Avg 12+	3.4	7.0		4.4	3.9	0.4	2.8
Tot LCS	69.9	26.2		91.0	96.1	3.9	100.0
Avg LCS	6.4	13.1		8.3	7.4	0.7	5.3



## FCC Geographic Market Definition for Poughkeepsie, NY

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WBNR	AM	1260	C	Adlt Stndrd	Poughkeepsie, NY	07/02/2003	163	Pamal Broadcasting Ltd	Beacon, NY	Dutchess
WKXP	FM	94.3	C	Country	Poughkeepsie, NY	07/02/2003	163	Cumulus Broadcasting Inc	Kingston, NY	Ulster
WDST	FM	100.1	C	AAA	Poughkeepsie, NY	07/02/2003	163	CHET-5 Broadcasting LP	Woodstock, NY	Ulster
WELG	AM	1370	C	Country	Poughkeepsie, NY	01/23/2006	163	p Clear Channel	Ellenville, NY	Ulster
WEOK	AM	1390	C	Children	Poughkeepsie, NY	07/02/2003	163	Cumulus Broadcasting Inc	Poughkeepsie, NY	Dutchess
WGHQ	AM	920	C	Talk	Poughkeepsie, NY	07/27/2004	163	Pamal Broadcasting Ltd	Kingston, NY	Ulster
WHVW	AM	950	C	Variety	Poughkeepsie, NY	07/02/2003	163	Ferraro, Joseph-Paul	Hyde Park, NY	Dutchess
WCZX	FM	97.7	C	AC	Poughkeepsie, NY	07/02/2003	163	Cumulus Broadcasting Inc	Hyde Park, NY	Dutchess
WKIP	AM	1450	C	AdStd/Nstlg	Poughkeepsie, NY	07/02/2003	163	p Clear Channel	Poughkeepsie, NY	Dutchess
WPDH	FM	101.5	C	Clsc Rock	Poughkeepsie, NY	07/02/2003	163	Cumulus Broadcasting Inc	Poughkeepsie, NY	Dutchess
WSPK	FM	104.7	C	CHR	Poughkeepsie, NY	07/02/2003	163	Pamal Broadcasting Ltd	Poughkeepsie, NY	Dutchess
WRNQ	FM	92.1	C	Soft Rock	Poughkeepsie, NY	07/02/2003	163	p Clear Channel	Poughkeepsie, NY	Dutchess
WKZE	FM	98.1	C	AAA	Poughkeepsie, NY	12/01/2006	163	WillPower Radio LLC	Salisbury, CT	Litchfield
WRWD	FM	107.3	C	Country	Poughkeepsie, NY	07/02/2003	163	p Clear Channel	Highland, NY	Ulster
WRRB	FM	96.9	C	Alternative	Poughkeepsie, NY	07/02/2003	163	Cumulus Broadcasting Inc	Arlington, NY	Dutchess
WBWZ	FM	93.3	C	Hot AC	Poughkeepsie, NY	07/02/2003	163	p Clear Channel	New Paltz, NY	Ulster
WPKF	FM	96.1	C	CHR	Poughkeepsie, NY	07/02/2003	163	p Clear Channel	Poughkeepsie, NY	Dutchess
WBPM	FM	92.9	C	Clsc Hits	Poughkeepsie, NY	07/02/2003	163	Pamal Broadcasting Ltd	Saugerties, NY	Ulster
WRHV	FM	88.7	NC	Classical	Poughkeepsie, NY	07/02/2003	163	WMHT Educational Telecommunications	Poughkeepsie, NY	Dutchess
WVKR	FM	91.3	NC	Alternative	Poughkeepsie, NY	07/02/2003	163	Vassar College	Poughkeepsie, NY	Dutchess
WBKW	FM	88.3	NC	CP - NOA	Poughkeepsie, NY		163	Monroe Board of Education	Beekman, NY	Dutchess

Number of Stations in Geographic Market 21

### Previous Stations in Geographic Market

WRWC	FM	99.3	C	Country	Newburgh-Middletown, NY	01/24/2005	140	p Clear Channel	Ellenville, NY	Ulster
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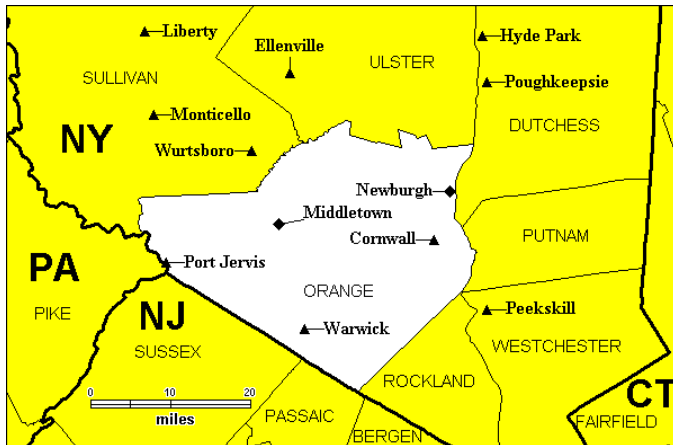
"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

**Metro Rank: 140**

Revenue Rank: 249

# Newburgh-Middletown, NY Market Overview



## Metro Counties / Population (000)

Orange, NY	379.9
	379.9

## Market Radio Financials

(all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES ★★	2001	2002	2003	2004	2005	2006	Δ 01 - 06
	\$5,900	\$6,100	\$5,700	\$5,800	\$6,300	\$6,100	0.6%
	Δ 05 - 06	2007	2008	2009	2010	2011	Δ 06 - 11
	-3.2%	\$6,200	\$6,300	\$6,400	\$6,500	\$6,600	1.8%
	2001	2006	2011				
Revenue/Retail Sales	\$1.45/1,000	\$0.95/1,000	\$0.82/1,000				
Revenue/Capita	\$17.16	\$16.06	\$16.05				
				Est. Breakout			
				Local	80%		
				National	20%		

## Demographic and Economic Overview

(000's, except Retail Sales and EBI in 000,000's)

	2001	2006	Growth Rate	2006	2011	Growth Rate
MSA Population	343.9	379.9	2.0%	379.9	411.2	1.6%
Households	114.8	129.0	2.4%	129.0	140.3	1.7%
Retail Sales	4,059.9	6,432.9	9.6%	6,432.9	8,013.2	4.5%
EBI	5,980.8	7,037.2	3.3%	7,037.2	8,378.0	3.5%

## Demographic Breakdown

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55
Men (000)	190.6	34.0	18.8	21.8	24.1	28.7	28.2	34.8
Women (000)	189.4	32.0	17.5	18.2	23.6	28.8	27.9	41.3
Total	379.9	66.1	36.4	40.0	47.7	57.5	56.1	76.1
Percentage	100.0%	17.4%	9.6%	10.5%	12.6%	15.1%	14.8%	20.0%
Per Capita	\$ 18,522		Median Household \$ 46,532		Avg Household \$ 54,559			
Ethnic Population:	White	80.0%	Black	9.5%	Asian	2.1%	Hispanic	15.2%

## Market Summary

FM Classes	Class A	Class B	Class C	Viable Stations	All FMs	All AMs	Total
# Stations	8	3		5	11	6	17
Tot 12+	11.7	25.2		32.6	36.9	1.0	37.9
Avg 12+	1.5	8.4		6.5	3.4	0.2	2.2
Tot LCS	30.9	66.5		86.0	97.4	2.6	100.0
Avg LCS	3.9	22.2		17.2	8.9	0.4	5.9



## FCC Geographic Market Definition for Newburgh-Middletown, NY

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WALL	AM	1340	C	Children	Newburgh-Middletown, NY	07/02/2003	140	Cumulus Broadcasting Inc	Middletown, NY	Orange
WDLC	AM	1490	C	Oldies	Newburgh-Middletown, NY	07/02/2003	140	PJ Radio LLC	Port Jervis, NY	Orange
WTSX	FM	96.7	C	Country	Newburgh-Middletown, NY	07/02/2003	140	PJ Radio LLC	Port Jervis, NY	Orange
WGNV	FM	103.1	C	AC	Newburgh-Middletown, NY	07/02/2003	140	Sunrise Broadcasting Corporation	Newburgh, NY	Orange
WGNV	AM	1220	C	Oldies	Newburgh-Middletown, NY	07/02/2003	140	Sunrise Broadcasting Corporation	Newburgh, NY	Orange
WRRV	FM	92.7	C	Alternative	Newburgh-Middletown, NY	07/02/2003	140	Cumulus Broadcasting Inc	Middletown, NY	Orange
WWLE	AM	1170	C	News	Newburgh-Middletown, NY	07/02/2003	140	Stewart, Charles	Cornwall, NY	Orange
WSUL	FM	98.3	C	Hot AC	Newburgh-Middletown, NY	01/23/2006	140	Watermark Communications LLC	Monticello, NY	Sullivan
WTBQ	AM	1110	C	Talk/Oldes	Newburgh-Middletown, NY	07/02/2003	140	FST Broadcasting Corp	Warwick, NY	Orange
WVOS	AM	1240	C	Country	Newburgh-Middletown, NY	09/12/2006	140	Watermark Communications LLC	Liberty, NY	Sullivan
WVOS	FM	95.9	C	Country	Newburgh-Middletown, NY	09/12/2006	140	Watermark Communications LLC	Liberty, NY	Sullivan
WRWC	FM	99.3	C	Country	Newburgh-Middletown, NY	01/24/2005	140	p Clear Channel	Ellenville, NY	Ulster
WZAD	FM	97.3	C	AC	Newburgh-Middletown, NY	07/02/2003	140	Cumulus Broadcasting Inc	Wurtsboro, NY	Sullivan
WLJP	FM	89.3	NC	ChrsContem	Newburgh-Middletown, NY	07/02/2003	140	Sound of Life Inc	Monroe, NY	Orange
WOSR	FM	91.7	NC	Nws/Tlk/Inf	Newburgh-Middletown, NY	07/02/2003	140	WAMC/Northeast Public Radio	Middletown, NY	Orange
WRPJ	FM	88.9	NC	ChrsContem	Newburgh-Middletown, NY	07/02/2003	140	Sound of Life Inc	Port Jervis, NY	Orange
WXHD	FM	90.1	NC	Variety	Newburgh-Middletown, NY	07/02/2003	140	Auricle Communications	Mount Hope, NY	Orange
WKUY	FM	106.1	NC	CP - NOA	Newburgh-Middletown, NY		140	West Canada Christian Resources	Newport, NY	Orange

Number of Stations in Geographic Market 18

### Previous Stations in Geographic Market

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed